This is the form of material change report required under Section 85(1) of the Securities Act.

FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

1. Reporting Issuer

   Discovery-Corp Enterprises Inc.
   701-318 Homer Street
   Vancouver, BC V6B 2V2

2. Date of Material Change

   July 26, 2000

3. Press Release

   July 26, 2000

4. Summary of Material Change

   The Company is pleased to announce that it has granted 500,000 stock options exercisable for a two-year term at $0.10 per share.

5. Full Description of Material Change

   See attached news release.

6. Reliance on Section 85(2) of the Act

   N/A

7. Omitted Information

   N/A

8. Senior Officers

   Contact Person: Alex Pannu
   Business Telephone: 683-6798

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C. this 27th day of July, 2000.

DISCOVERY-CORP ENTERPRISES INC.

Per: "Alex Pannu"
Alex Pannu, Director
(Name & Title of Signatory)

Discovery-Corp
Enterprises Inc. Trading Symbol DCY on CDNX

NEWS RELEASE 00-11

July 26, 2000

Discovery-Corp Enterprises Inc. announces that it has granted 500,000 stock options exercisable for a two-year term at $0.10 per share.

This transaction is subject to Canadian Venture Exchange approval.

Dedicated to discovering value!

“Iain Brown”
Iain Brown
Director